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PROPOSED ATTORNEYS FOR TX. C. C., INC., ET AL.,
DEBTORS AND DEBTORS IN POSSESSION

# IN THE UNITED STATES BANKRUPTCY COURT
# FOR THE EASTERN DISTRICT OF TEXAS
# SHERMAN DIVISION

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| IN RE: | § | |
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| TX. C. C., INC., | § | CASE NO. 17-40297 |
| | § | |
| TEXAS LAND & CATTLE OF FAIRVIEW, LLC, | § § | CASE NO. 17-40300 |
| | § | |
| LONE STAR STEAKHOUSE & SALOON OF SPRINGFIELD, INC., | § § | CASE NO. 17-40303 |
| | § | |
| LONE STAR STEAKS, INC., | § | CASE NO. 17-40330 |
| | § | |
| TEXAS LAND & CATTLE STEAK HOUSE OF NORTH CAROLINA, | § § | CASE NO. 17-40332 |
| | § | |
| *TXLC OF ARLINGTON II, LLC, | § | CASE NO. 17-40333 |
| | § | |
| LONE STAR STEAKHOUSE & SALOON OF SOUTHERN MISSOURI, | § § § | CASE NO. 17-40334 |
| LONE STAR STEAKHOUSE & SALOON OF FLORIDA, INC., | § § | CASE NO. 17-40335 |
| | § | |
| TXLC OF MISSOURI, INC., | § | CASE NO. 17-40336 |
| | § | |
| LONE STAR STEAKHOUSE & SALOON OF MICHIGAN, INC., | § § | CASE NO. 17-40339 |
| | § | |
| LONE STAR STEAKHOUSE & SALOON OF MISSISSIPPI, INC., | § § | CASE NO. 17-40340 |
| | § | |
| LONE STAR STEAKHOUSE & SALOON OF OKLAHOMA, INC., | § § | CASE NO. 17-40341 |

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| | § | |
| LONE STAR STEAKHOUSE & SALOON OF OHIO, INC., | § | CASE NO. 17-40342 |
| | § | |
| | § | |
| TEXAS LC LIQUOR COMPANY, | § | CASE NO. 17-40443 |
| | § | |
| LS MANAGEMENT, INC., | § | CASE NO. 17-40508 |
| | § | |
| Debtors. | § | **Hearing: March 13, 2017 at 10:00 a.m.** |

**DEBTORS' AMENDED MOTION FOR ENTRY OF ORDER AUTHORIZING AND DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

**TO THE HONORABLE BRENDA T. RHOADES, U.S. BANKRUPTCY JUDGE:**

The above-captioned debtors and debtors-in-possession (collectively, the "Debtors") hereby move (the "Motion") for entry of an order under Rule 1015(b)(4) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") directing, among other things, the joint administration of the above-captioned Chapter 11 cases solely for procedural purposes. In support of the Motion, the Debtors respectfully represent as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue is proper in this district in accordance with 28 U.S.C. §§ 1408 and 1409.

**FACTUAL BACKGROUND**

2. On February 13, 2017, TX. C. C., Inc., Texas Land & Cattle of Fairview, LLC, and Lone Star Steakhouse & Saloon of Springfield, Inc. filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On February 17, 2017, Lone Star Steaks, Inc. filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. On February 18, 2017, Texas Land & Cattle Steakhouse of North Carolina, and TXLC of Arlington II, LLC filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On February 19, 2017, Lone Star Steakhouse & Saloon of Southern Missouri,

Lone Star Steakhouse & Saloon of Florida, Inc., and TXLC of Missouri, Inc. filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On February 20, 2017, Lone Star Steakhouse & Saloon of Michigan, Inc., Lone Star Steakhouse & Saloon of Mississippi, Inc., and Lone Star Steakhouse & Saloon of Oklahoma, Inc. filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On February 21, 2017, Lone Star Steakhouse & Saloon of Ohio, Inc. filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. On March 3, 2017, Texas LC Liquor Company filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. On March 8, 2017, LS Management, Inc. filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

3. The Debtors continue to manage their property and operate their businesses as debtors-in-possession in accordance with §§ 1107 and 1108 of the Bankruptcy Code. No committee, trustee or examiner has been appointed in these cases to date.

**RELIEF REQUESTED**

4. By this Motion, the Debtors respectfully request the entry of an order authorizing and directing the joint administration of the above-captioned cases.

5. Bankruptcy Rule 1015(b) authorizes this Court to enter an order directing the joint administration of the estates of affiliated debtors. The Debtors herein are "affiliates" as that term is defined under § 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested.

6. The entry of an order directing the joint administration of two or more cases is appropriate when such relief will expedite and reduce the cost of administering the cases. As stated in the Advisory Committee Note to Bankruptcy Rule 1015(b):

> Joint administration, as distinguished from consolidation, may include combining the estates by using a single docket for the matters occurring in the administration, including the listing of

> filed claims, the combining of notices to creditors of the different estates, and the joint handling of other purely administrative matters that may aid in expediting the cases and rendering the process less costly.

7. The relief sought in the Motion is appropriate under the circumstances and will aid in the efficient administration of these cases. Due to the interrelationship among the Debtors, the joint administration of their cases will save a great deal of time and expense by making it unnecessary to file duplicate motions and applications with this Court, and eliminating the need for the Court to enter duplicate orders. Additionally, joint administration will avoid the burdens of duplicative notices to creditors. Similar time and expense will be saved by authorizing the Debtors to file consolidated monthly reports.

8. The Debtors' respective creditors will not be adversely affected by the joint administration of these cases. In fact, the estates will be enhanced by the reduction in costs associated with joint administration. In addition, joint administration would relieve the Court of the burden of entering duplicative orders and maintaining multiple files. Finally, supervision of the administration of these cases would be simplified by joint administration.

9. To avoid confusion and to promote uniformity, the Debtors propose that (a) all of the above-captioned cases be administered jointly under the caption of the TX. C. C., Inc. case, and (b) all parties in interest use the caption set forth in the proposed order annexed hereto.

10. The Debtors propose to consolidate mailing lists in each of the cases into one master list, in compliance with LBR 1007(a), and request the Court's approval of the same.[1]

11. The Debtors further request that an entry be made on the docket of each of the above-captioned cases, except the jointly administered case, substantially as follows:

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[1] A proposed consolidated mailing matrix pursuant to LBR 1015(c)(4) is attached to the omnibus certificate of service concerning all "first-day" motions.

> The Bankruptcy Court has entered an order in accordance with Federal Rule of Bankruptcy Procedure 1015(b) that provides for the joint administration of the Chapter 11 cases of *TX. C. C., Inc., Texas Land & Cattle of Fairview, LLC, Lone Star Steakhouse & Saloon of Springfield, Inc., Lone Star Steaks, Inc., Texas Land & Cattle Steakhouse of North Carolina, TXLC of Arlington II, LLC, Lone Star Steakhouse & Saloon of Southern Missouri, Lone Star Steakhouse & Saloon of Florida, Inc., TXLC of Missouri, Inc., Lone Star Steakhouse & Saloon of Michigan, Inc., Lone Star Steakhouse & Saloon of Mississippi, Inc., Lone Star Steakhouse & Saloon of Oklahoma, Inc., Lone Star Steakhouse & Saloon of Ohio, Inc., Texas LC Liquor Company, and LS Management, Inc*. The docket in Case No. 17-40297 should be consulted for all matters affecting the above-listed cases, which includes this case. Notwithstanding said joint administration, proofs of claim are to be filed in each debtor's separate case.

**LOCAL BANKRUPTCY RULE 1015**

12. The practicalities of providing professional services to the jointly administered estates will not preclude any professional person from effectively or accurately separating that person's services rendered solely for the benefit of one estate versus another, as such persons will be considered ordinary course professionals pursuant to 11 U.S.C. § 327(b). Accordingly, the Debtors anticipate that any submission of a consolidated application for compensation filed solely in the main bankruptcy case will be for professionals retained pursuant to 11 U.S.C. § 327(a) and for services performed for the equal benefit of all of the estates.

**NOTICE**

13. Notice of this Motion has been provided to (a) the office of the United States Trustee, (b) the twenty largest unsecured creditors of each of the Debtors, (c) counsel for the Debtors' principal creditor constituencies, (d) the Internal Revenue Service, and (e) all parties who have requested notice. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice need be given.

## CONCLUSION AND PRAYER

WHEREFORE, the Debtors respectfully request that this Court enter an order, substantially in the form annexed hereto: (a) authorizing and directing the joint administration of the above-captioned cases; (b) consolidating the mailing lists in each bankruptcy case for future noticing requirements; (c) ordering that all documents (except proofs of claim) that would, absent joint administration, be filed in each bankruptcy case be filed in the jointly administered case using the caption set forth in the proposed order, regardless of whether such filing affects one or more of the Debtors; (d) ordering that (i) creditors continue to file proofs of claim against each Debtor in each Debtor's respective bankruptcy case notwithstanding joint administration, and (ii) schedules and statements of financial affairs are to be filed in each Debtor's respective bankruptcy case; and (e) granting the Debtors such other and further relief that is just and proper.

Dated: March 10, 2017

Respectfully submitted:

WEYCER, KAPLAN, PULASKI & ZUBER, P.C.

By: *\/s/ Jeff Carruth*

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